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Writers Direct Dial.
615-687-4230

November 11, 2005

Chairman Ron Jones
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, Tennessee 37243-0505

**RE: Responses of Level 3 Communications, LLC & WilTel Communications
Group, LLC to Tennessee Regulatory Authority's Data Request No. 1
(Docket No. 05-00305)**

Dear Chairman Jones:

Please find enclosed an original and 15 copies of the Responses of Level 3 Communications, LLC & WilTel Communications Group, LLC to Tennessee Regulatory Authority's Data Request No. 1.

Please date stamp two copies for my records. Thank you for your assistance regarding this matter. If we can be of further assistance, please do not hesitate to contact us.

Very truly yours,

**FARRIS MATHEWS BRANAN
BOBANGO HELLEN & DUNLAP, PLC**



Kristi Stout

Enclosures

**BEFORE THE TENNESSEE REGULATORY AUTHORITY
NASHVILLE, TENNESSEE**

November 11, 2005

IN RE

JOINT APPLICATION OF LEVEL 3

COMMUNICATIONS, LLC &

WILTEL COMMUNICATIONS GROUP, LLC

FOR APPROVAL OF AN INDIRECT

TRANSFER OF CONTROL OF WILTEL

COMMUNICATIONS, LLC

DOCKET NO. 05-00305

**RESPONSES TO TENNESSEE REGULATORY AUTHORITY'S
DATA REQUEST NO. 1**

Level 3 Communications, LLC ("Level 3") and WilTel Communications Group, LLC ("WilTel") (collectively "Applicants"), by and through undersigned counsel of record, hereby provides the following responses to the Tennessee Regulatory Authority's Data Request No. 1:

- 1. Have the applicants filed similar applications in other states? If so, provide a listing of states and action taken.**

ANSWER: Applicants have requested (1) approval for the transaction or (2) waiver of the laws applicable to the transaction in the following states: Arizona, California, Delaware, Hawaii, Indiana, Louisiana, Maryland, Minnesota, New Jersey, New York, North Carolina, Ohio, Pennsylvania, Tennessee, Texas, Utah, Vermont, Virginia, West Virginia, and Wyoming. Applicants have received approval of the transaction or have had their application become effective in Delaware, Indiana (with respect to certain services), and Ohio. The other applications are currently expected to be granted by year-end.

2. Have the applicants filed a similar application with the FCC or other federal agency? If so, list any action taken and the associated file(s) or document number(s). If a schedule to complete the review of your petition has been established by the federal agency, please provide such with your response.

ANSWER: "The applicants have applied to the FCC for consent to transfer control from Leucadia National Corporation ("Leucadia") to Level 3 Communications, LLC ("Level 3"), four sets of licenses or authorizations held by WilTel Communications, LLC ("WilTel"), or WilTel's subsidiary, Vyvx, LLC:

(1) Terrestrial wireless licenses held by Vyvx pursuant to Title III of the Communications Act of 1934, as amended (FCC File No. 0002353036, Lead Call Sign WPON426);

(2) Satellite earth station authorizations held by Vyvx pursuant to Title III of the Communications Act of 1934, as amended (FCC File Nos. SES-T/C-20051102-01503, SES-T/C-20051102-01504, SES-T/C-20051102-01505, SES-T/C-20051102-01506);

(3) Authority granted to WilTel and Vyvx under Section 214 of the Communications Act of 1934, as amended, to provide domestic and international telecommunications services (WC Docket No. 05-313, FCC File Nos. ITC-T/C-20051102-00460 and ITC-T/C-20051102-00461); and

(4) WilTel's joint interest in the cable landing license for the China-U.S. Cable Network, pursuant to the Cable Landing License Act of 1921 (FCC File No. SCL-T/C-20051102-00028).

On November 9, 2005, the FCC issued a public notice accepting the application to transfer control of Vyvx's terrestrial wireless licenses, and establishing a 14-day review period. Absent any third-party opposition to the transfer, which the applicants do not

anticipate, the applicants expect the FCC to consent to the transfer of control of those licenses on or around November 25, 2005.

Based on guidance provided by the FCC staff, the applicants expected the FCC to issue on November 14, 2005, a second public notice accepting for filing on a "streamlined" basis the applications to transfer control of the Section 214 authority held by WilTel and Vyvx and WilTel's joint interest in the cable landing license for the China-U.S. Cable Network, and accepting for filing the application to transfer control of Vyvx's satellite earth station authorizations. (The FCC's "streamlining" rules require a 14-day review period for transfers of international Section 214 authority and a 30-day review period for transfers of domestic facilities operated pursuant to Section 214. Title III of the Communications Act and the FCC's rules require a 30-day review period for transfers of satellite earth station authorizations.)

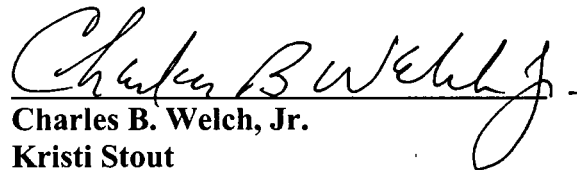
However, the FCC Wireline Competition Bureau, on November 10, 2005, issued its public notice for a streamlined pleading cycle for the transfer of WilTel's domestic common carrier transmission lines. Absent any third-party opposition to the transfers, which the applicants do not anticipate, the applicants expect the FCC to consent to the transfer of control of those authorizations and licenses on or around December 15, 2005.

The Hart-Scott-Rodino filings in connection with the proposed acquisition by Level 3 Communications, Inc. ("Level 3") of 100% of the membership interests of WilTel Communications Group, LLC were submitted to the Premerger Notification Office of the Federal Trade Commission and to the Antitrust Division of the Department of Justice on November 4, 2005 (Premerger Notification Transaction Number 20060167). Level 3 requested "early termination" of the HSR waiting period. In the absence of the

grant of early termination or the issuance of a request for additional information, the waiting period under the HSR Act will expire at 11:59 pm on December 5, 2005. Where early termination is granted, it is typically granted within ten to twenty days of the initial submission.

Respectfully submitted,

**FARRIS MATHEWS BRANAN
BOBANGO HELLEN & DUNLAP, PLC**

A handwritten signature in cursive script, reading "Charles B. Welch, Jr.", is written over a horizontal line.

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